

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re)	Chapter 11
)	
W. R. GRACE & CO., et al.)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	
)	Re: Docket Nos. 23722, 23861

**CERTIFICATION OF COUNSEL RE: ORDER ON DEBTORS' MOTION
PURSUANT TO SECTIONS 105, 363, 1107 AND 1108 OF THE BANKRUPTCY
CODE AND RULES 2002, 6004, 9014 AND 9019 OF THE FEDERAL RULES OF
BANKRUPTCY PROCEDURE FOR AN ORDER APPROVING THE
SETTLEMENT AGREEMENT BETWEEN W.R. GRACE & CO. AND THE
ALLIANZ COMPANIES**

1. On November 9, 2009, the Debtors filed the *Motion for an Order, Pursuant to Section 105, 363, 1107 and 1108 of the Bankruptcy Code and Rules 2002, 6004, 9014 and 9019 of the Federal Rules of Bankruptcy Procedure, Approving the Settlement Agreement between W.R. Grace & Co. and the Allianz Companies* ("Motion for Approval") (Docket No. 23722) with the United States Bankruptcy Court for the District of Delaware (the "Court"), 824 Market Street, Wilmington, Delaware 19801. The deadline for filing objections was November 25, 2009 at 4:00 PM eastern.

2. No party filed an objection to the proposed settlement. However, Wachovia Bank, National Association ("Wachovia") filed a "Response" to the Debtors' Motion (Docket No. 23861) which raises certain concerns regarding the impact that certain provisions in the proposed settlement may have on Wachovia's claims. After communications with Wachovia and Allianz, the Debtors and Wachovia have addressed Wachovia's concerns by a proposed revision to the Approval Order. The proposed revision is shown in Paragraph 6 of the blackline of the Approval Order attached hereto as Exhibit A.

3. The proposed revision does not change any material term in the Settlement Agreement or the Approval Order.
4. The proposed revision has been agreed to by the Debtors, Allianz and Wachovia and consented to by the ACC and FCR.
5. Accordingly, the Debtors respectfully request that the Court enter the revised proposed order regarding the Motion for Approval attached hereto as Exhibit B.

Dated: December 9, 2009

Respectfully submitted,

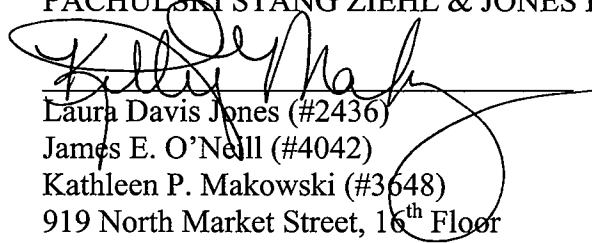
KIRKLAND & ELLIS LLP
David M. Bernick, P.C.
Theodore Freedman
Lisa G. Esayian
601 Lexington Avenue
New York, NY 10022
(212) 446-4800

-and-

THE LAW OFFICES OF JANET S. BAER P.C.
Janet S. Baer P.C.
70 W. Madison St., Suite 2100
Chicago, IL 60602
Telephone: (312) 641-2162

-and-

PACHULSKI STANG ZIEHL & JONES LLP

A large, stylized handwritten signature in black ink, which appears to read 'Kathleen P. Makowski', is written over the first three lines of the address block.

Laura Davis Jones (#2436)

James E. O'Neill (#4042)

Kathleen P. Makowski (#3648)

919 North Market Street, 16th Floor

P.O. Box 8705

Wilmington, Delaware 19899-8705 (Courier 19801)

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in
Possession